GEC Mail Mail Processing Section

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SEP 25 2008

Washington, DC 108

TEMPORARY FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR

OMB Number: 3235-0076 Expires: September 30, 2008 Estimated average burden hours per response. . . . 4.00

PROCESSED

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UNITORM LIMITED OF FERING EXEMPT	THOMSON REUTERS
Name of Offering (check if this is an amendment and name has changed, and indicate change.) ASPYN HOLDENVILLE FIELD WATERFLOOD JOINT VENTO	_
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4 Type of Filing: Amendment	ULOE
A. BASIC IDENTIFICATION DATA	1112111 45101 12111 45111 51111 45111 51111 45111 51111 51111 51111 51111 51111 51111 51111 51111 51111 51111
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
ASPYN FINANCIAL, LLC	08060427
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Alba 2007) (719) 576 - 6500
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business 6/L & GAS EXPLORATION & DEVELOPMENT	
Type of Business Organization corporation	D LIABILITY COMPANY
GENERAL INSTRUCTIONS Note: This is a special Temporary Form D (17 CFR 239.500T) that is a CFR 239.500) only to issuers that file with the Commission a notice on Temporary Form D (17 CFR notice in paper format on or after September 15, 2008 but before March 16, 2009. During that period initial notice using Form D (17 CFR 239.500) but, if it does, the issuer must file amendments using Formply with all the requirements of § 230.503T. Federal: Who Must File: All issuers making an offering of securities in reliance on an exception under Regulat seq. or 15 U.S.C. 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offe Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address after the date on which it is due, on the date it was mailed by United States registered or certife Where To File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 2054 Copies Required: Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only reany changes thereto, the information requested in Part C, and any material changes from the informat Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for	available to be filed instead of Form D (17 239.500T) or an amendment to such a l, an issuer also may file in paper format an orm D (17 CFR 239.500) and otherwise tion D or Section 4(6), 17 CFR 230.501 et earing. A notice is deemed filed with the U.S. address given below or, if received at that fied mail to that address. 19. nually signed. The copy not manually signed export the name of the issuer and offering, tion previously supplied in Parts A and B.
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate neach state where sales are to be, or have been made. If a state requires the payment of a fee as a preceding in the proper amount shall accompany this form. This notice shall be filed in the appropriate state Appendix to the notice constitutes a part of this notice and must be completed.	otice with the Securities Administrator in condition to the claim for the exemption, a

ATTENTION.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

		A. BASIC IDE	NTIFICATION DATA			3 %
2. Enter the information reques	ted for the foll	owing:				
Each promoter of the is	suer, if the iss	uer has been organized wi	ithin the past five years;			
Each beneficial owner h	aving the powe	er to vote or dispose, or dir	ect the vote or disposition	of, 10% or more of	fa class of equity securit	ies of the issuer
Each executive officer:	and director of	corporate issuers and of	corporate general and mar	naging partners of	partnership issuers; and	i
Each general and mana						
Charle Day(as) that A wales	Dunmatan	5/P51 O	Executive Officer	D D:	Comment and to	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partr	ier
Full Name (Last name first, if ind	•					
SIMON, JEFFREY	r L.					
Business or Residence Address						·
830 TENDERFOOT Check Box(es) that Apply:	HILL RD.	STE 100, WILD	SPRINGS, CO	80906		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Parts	ner
Full Name (Last name first, if ind	lividual)				· ·, - · · · - · · · · · · · · · · · · ·	
CANHAM, DAVE	,					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)			
830 TONDERFOO	T HILL A	ED. STE100	LOWO SPRINGS	CO 80	906	
830 TENDERFOO	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partr	ner
Full Name (Last name first, if ind	lividual)				· · · · · · · · · · · · · · · · · · ·	
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If me a broker or dealer, you may set forth the information Name (Last name first, if individual) And the of Associated Broker or Dealer The of Associated	Has the issuer sold, or does the issuer intend to sell, to non-an Answer also in Appendix, What is the minimum investment that will be accepted from a Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has bee commission or similar remuneration for solicitation of purchases. If a person to be listed is an associated person or agent of a brok or states, list the name of the broker or dealer. If more than five a broker or dealer, you may set forth the information for that Name (Last name first, if individual) A intersor or Residence Address (Number and Street, City, State, Zone of Associated Broker or Dealer es in Which Person Listed Has Solicited or Intends to Solicit (Check "All States" or check individual States)	Has the issuer sold, or does the issuer intend to sell, to non-accredited in Answer also in Appendix, Column 2 What is the minimum investment that will be accepted from any individual Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be commission or similar remuneration for solicitation of purchasers in connection of states, list the name of the broker or dealer. If more than five (5) person a broker or dealer, you may set forth the information for that broker or a states, list the name of the broker and street, City, State, Zip Code) In a first, if individual) In a first, if individual States are supplied to the state of the stat	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in Answer also in Appendix, Column 2, if filing What is the minimum investment that will be accepted from any individual?	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offer Answer also in Appendix, Column 2, if filing under ULC What is the minimum investment that will be accepted from any individual? Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, dire commission or similar remuneration for solicitation of purchasers in connection with sales of self a person to be listed ia an associated person or agent of a broker or dealer registered with the S or states, list the name of the broker or dealer. If more than five (5) persons to be listed are asso a broker or dealer, you may set forth the information for that broker or dealer only. Name (Last name first, if individual) A condition of the person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) AL AK AZ AR CA CO CT DE DC ALL IN IA AK SKY LA ME MD MA MY NC ND RIL SC SD TN TX UT VT VA WA Name (Last name first, if individual) iness or Residence Address (Number and Street, City, State, Zip Code) ne of Associated Broker or Dealer es in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual) iness or Residence Address (Number and Street, City, State, Zip Code) ne of Associated Broker or Dealer es in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) AL AK AZ AR CA CO CT DE DC LL IN IA KS KY LA ME MD MA MA MY NC ND RIL SC SD TN TX UT VY VA WA Name (Last name first, if individual) Name (Last name first, if individual)	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filling under ULOE. What is the minimum investment that will be accepted from any individual? Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Name (Last name first, if individual) All As are an Street, City, State, Zip Code) The of Associated Broker or Dealer The individual States are a state of the s	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		·
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	5	s
	Equity		
	Common Preferred		·
	Convertible Securities (including warrants)	6	s
	Partnership Interests Other (Specify JOINT VENTURE UNITS Total	3791,250	\$ 0,00
	Total	3 791 250,00	\$ 0.00
	Answer also in Appendix, Column 3, if filing under ULOE.	7	<u> </u>
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		s
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A	-	S
	Rule 504		\$
	Total		\$
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		s
	Printing and Engraving Costs		\$ 2,000.00
	, Legal Fees	<u> </u>	\$ 2,000.00 \$ 12,000.00 \$ 8,000.00
	Accounting Fees	<u> </u>	\$ 8,000.00
	Engineering Fees		s
	Sales Commissions (specify finders' fees separately)		s
	Other Expenses (identify) EXPRESS MAIL & COURLERS	<u> </u>	s 1,250.00
	Total		's 23 250.0°

	b. Enter the difference between the aggregate offering price given in response to Part C — Que and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted proceeds to the issuer."	ed gross	\$3,768,000.00
i.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be ueach of the purposes shown. If the amount for any purpose is not known, furnish an estim check the box to the left of the estimate. The total of the payments listed must equal the adjuste proceeds to the issuer set forth in response to Part C — Question 4.b above.	ate and	
		Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	\$ 260,000.00	\$ 37,000.00
	Purchase of real estate		
	Purchase, rental or leasing and installation of machinery and equipment		\$ 946,000.00
	Construction or leasing of plant buildings and facilities		
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		. 🗆 \$
	Repayment of indebtedness		<u></u> \$
	Working capital	🗾 💲 8,000.00	\$ 30,000.00
	Other (specify): Geological, Engineering & Consulting		\$_112,000.00
	Miscellaneous	 	\$
	Column Totals	\$ 318,000.00	\$ 3,450,000.00
	Total Payments Listed (column totals added)	s <u>3</u> ,	768,000.00
	D TEDERAL SIGNATURE		
igı	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If thi nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange (information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)	Commission, upon writte	
SSI	uer (Print or Type)	Date	
As	spyn Financial, LLC W. Jahren X Umon	9/17/08	
lar	me of Signer (Print or Type) Title of Signer (Print or Type)		
г. ,	Jeffrey L. Simon President		

ATTENTION

intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	FE-STATE SIGNATURE		
1	. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification	Yes	No
	provisions of such rule?		Ϋ́
	See Appendix, Column 5, for state response.		

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signatur	Date .
Aspyn Financial, LLC	Drt Mux. Xymer	9/17/08
Name (Print or Type)	Title (Point or Type)	<u> </u>
Dr. Jeffrey L. Simon	President	

Instruction

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX 2 3 1 4 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Accredited Non-Accredited State Yes No Investors Investors No Amount Amount Yes AL ΑK ΑZ AR CA CO JV UNITS 0,00 X 0. CT DE DC FL GA НІ ID ΙL IN IΑ KS KY LA ME MD MA ΜI MN MS

APPENDIX 1 2 3 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach offering price Type of investor and to non-accredited explanation of amount purchased in State investors in State offered in state waiver granted) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) Number of Number of Accredited Non-Accredited State Yes No Investors Investors Yes No **Amount** Amount MO MT NE NV NH NJ NM NY NC ND OH OK OR PA RI SCSD TN TXIT UNITS 0,00 X 0 UT VT VA WA wvWI

1		2	3			4		5				
•	to non-a	d to sell accredited as in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				amount purchased in State		Disqualification under State ULO (if yes, attach explanation of waiver granted (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No			
WY												
PR												

